

Candid.

Code of conduct and whistleblower policy

Statement of general principles

Candid is committed to the highest ethical and professional standards of conduct as an integral part of its mission: to get you the information you need to do good. To achieve this goal, Candid relies on each employee's ethical behavior, honesty, integrity, and good judgment. Each employee should demonstrate respect for the rights of others. Each employee is accountable for his/her actions.

This code of conduct ("Code") describes standards to guide us in our daily Candid activities. Our goal is to commit them to writing and to ensure that they are understood and followed by the community.

This Code applies to the following members of Candid community: 1) paid staff of Candid when they are working for Candid; 2) consultants, vendors, and contractors when they are doing business with Candid; 3) Candid trustees; and 4) individuals who perform services for Candid as volunteers.

Compliance with laws and Candid policies

Candid and each employee are expected to transact Candid business in compliance with all laws, regulations, and Candid policies related to their positions and areas of responsibility. In addition, employees are expected to behave in a manner that respects the freedom of others as well as to refrain from interfering with, obstructing, or disrupting a normal Candid activity, while exercising their own freedom of expression. Managers and supervisors are responsible for monitoring compliance in their areas.

Confidentiality

Candid maintains confidential records for a variety of business needs. Records include detailed information about customers, job applicants, employees, finances, and future planning.

Employees are expected to protect this information by safeguarding it when in use, storing it properly when not in use, and discussing it only with those who have a legitimate business need to know. Employees who are uncertain if the information they are handling is confidential, should consult their manager.

Confidential information can include:

- certain business information such as financial and marketing data, budget information, bid proposals, contract negotiations, and research and development ideas;
- personnel actions, such as promotions, demotions, terminations, personnel controversies, payroll data, performance appraisals, personal information of an embarrassing nature or that an employee specifically requested be kept confidential;
- information about program recipients or clients of a personal nature; certain legal advice, opinions, and documents.
- When discussing or transmitting confidential information, please follow these guidelines:
 - Do not reveal any confidential information except under the direction and with the approval of your manager.
 - Make sure that confidential information is properly marked and secured before transmittal.
 - Ensure that the recipient of the confidential information has a legitimate need to know the information.
 - Avoid displaying confidential data where it can be easily observed, including on your computer screen when you are not at your desk.
 - Immediately inform your manager of the loss of any confidential data.
 - Limit reproduction and distribution of such information.
 - Secure confidential documents in locked cabinets or containers when not in use.
 - Make sure that you properly dispose of all confidential information.

Do not remove any confidential information from the organization's office without specific authorization to do so. Before you leave employment at Candid, return all confidential and sensitive information directly to your manager.

Human resource matters

Candid is committed to a work environment free of harassment and disruptive behavior and to providing an equal-opportunity work environment where every employee is treated with fairness, dignity, and respect. No one shall discriminate against any individual on the grounds of race, color, religion, sex, age, disability, national origin, gender, sexual orientation, or any other factor prohibited by law.

All Candid employees, especially supervisors, must be familiar with laws, regulations, and policies related to employment matters as per Candid's Handbook for Employees. Assistance is available from Candid's Vice President of Talent.

Candid documents and record retention

Every employee is responsible, within the scope of his or her work, for the integrity and accuracy of Candid's documents and records. No one may falsify or improperly alter information on any record or document. Candid documents and records are retained in accordance with the law and Candid's record retention policies. Additional assistance is available from Candid's Director of Finance.

Workplace health and safety

Candid seeks a healthy and safe environment for all its employees and their visitors. Every employee is obligated to perform his or her job in a safe manner and to follow all safety rules and procedures. Employees should immediately report any hazardous conditions or job-related illness or injury to their supervisor. Assistance is available from Candid's Facilities and Office Services Manager.

Drug and weapon-free workplace

The possession of a weapon or the manufacture, distribution, possession, or use of a controlled substance in or on any premises or property owned or controlled by Candid is prohibited. Any employee found guilty (including a plea of no contest) or has a sentence, fine, or other criminal penalty imposed by a court for any offense involving a weapon or a controlled substance that occurred in or on Candid property shall report such action to his or her supervisor or to the Vice President of Talent immediately.

Accuracy of financial accounting and reporting

Candid takes very seriously its obligation to comply with the highest standards of financial accounting and reporting. Employees, to the extent applicable to their duties, must:

- Record or participate in the recording of entries in Candid's books and records that are accurate to the best of their knowledge;
- Comply with Candid's procedures and internal controls for financial reporting; and
- Provide information that is accurate, complete, objective, relevant, timely, and understandable.

Conflicts of interest

Candid employees are expected to devote their best efforts to the interests of Candid. No employee shall conduct himself/herself in a manner that creates an actual, apparent or perceived conflict between the employee's personal interests and the interests of Candid.

Conflicts of interest could arise in the following circumstances

- Being employed by, or acting as a consultant to, a competitor or potential competitor, supplier or contractor, regardless of the nature of the employment, while employed with Candid.
- Having a direct or indirect interest, financial or otherwise, in any transaction that conflicts with the proper discharge of the employee's duties to Candid.
- Accepting gifts, discounts, favors or services from any supplier, service provider, or vendor of Candid unless equally available to all Candid employees.

If an employee has any question regarding whether an actual or proposed transaction, relationship, or course of conduct would create a conflict of interest, he/she should contact his or her manager or a member of the executive team to obtain advice on the issue. In cases where an employee is asked to represent Candid on advisory or governance boards, they should first send an email or speak to their division VP for approval prior to accepting. Candid will make the final determination on what is considered a conflict of interest. In addition, board members, officers, and employees of Candid are subject to a separate Conflict of Interest Policy adopted by Candid's Board of Directors.

Reporting suspected violations and concerns

Candid requires its employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Employees are expected to practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the responsibility of all employees to comply with Candid's policies and all applicable laws and regulations and to report violations or suspected violations in accordance with the below whistleblower policy and procedures.

If an employee in good faith believes that an individual has violated any laws, regulations, any provision of this Code, or any other Candid policy, that member should immediately report the suspected violation to his or her immediate supervisor, the Vice President of Talent,

the President, or the Chair of the Audit Committee. A submitted report will be investigated by the board or a committee thereof, with assistance from the President. A report of the findings will be submitted to the full board with recommendations for action.

No employee who in good faith reports any action or suspected action taken by or within Candid that is illegal, fraudulent, or in violation of any adopted policy of Candid shall suffer intimidation, harassment, discrimination, or other retaliation, or, in the case of employees, adverse employment consequences. Retaliation against an individual for reporting an actual or suspected violation in good faith or for participating in an investigation of a violation of this Code is a serious violation of this Code and will be subject to strict disciplinary action, including termination.

Individuals are not obligated to express their suspicions or concerns to their immediate supervisor before bringing it to the attention of one of the other individuals designated above. Reported violations of this Code will be investigated, addressed promptly, and treated confidentially, consistent with the need to investigate, prevent, or correct the violation.

Suspected violations may be submitted confidentially or anonymously. Because it is not possible to obtain further details from the whistleblower, anonymous complaints must contain specific, verifiable facts capable of investigation, such as dates, times, names of persons involved, and a description of the alleged wrongdoing. If an anonymous complaint is vague or does not provide adequate information on which to base an investigation, Candid may be unable to investigate it. Any person responsible for receiving and/or investigating complaints in which the whistleblower has identified him or herself shall keep the identity of the whistleblower confidential by, at a minimum, (1) refraining from disclosing the identity of the whistleblower without the individual's explicit consent; (2) storing any information related to whistleblowers, allegations, and investigations in a secure location; and (3) limiting the number of people with access to confidential information to the minimum number possible under the circumstances.

Anyone filing a complaint concerning a violation or suspected violation of any law or organization policy must be acting in good faith and have reasonable grounds for believing the information disclosed indicates such a violation. Candid will view making a malicious allegation or an allegation known to be false as a serious disciplinary offense.

Candid shall distribute a copy of this policy to all employees.

Candid has designated the following person to administer the whistleblower policy and to report to the audit committee and ensure the policy is distributed to all employees: DeeDee Dickey, Vice President of Talent.